

(Electronically Filed)

UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

SEATON INSURANCE COMPANY and STONEWALL
INSURANCE COMPANY,

Plaintiffs,

-against-

CAVELL USA INC. f/k/a KEN RANDALL AMERICA, INC.
f/k/a EASTGATE, INC. and KEN RANDALL, individually,

Defendants.

Case No.: 07-CV- 07032
(RMB) (KNF)

**DECLARATION OF
ELIZABETH BUTLER**

I, ELIZABETH BUTLER, pursuant to 28 U.S.C. § 1746, state as follows:

1. I am a member of the Bar of the United States District Court for the Southern District of New York and am special counsel to the law firm of Cadwalader, Wickersham & Taft LLP, attorneys for plaintiffs Seaton Insurance Company and Stonewall Insurance Company in this action. I make this declaration in support of plaintiffs' motion to enjoin defendants from prosecuting the same claims in a foreign action.

2. Annexed hereto as Exhibit A is a true and correct copy of the Amended Complaint (without exhibits).

3. Annexed hereto as Exhibit B is a true and correct copy of the Claim Form (without exhibits) filed by defendants in an action currently pending in the High Court of Justice, Queen's Bench Division, Commercial Court, Royal Courts of Justice (the "UK Action").

4. Annexed hereto as Exhibit C is a true and correct copy of plaintiffs' Acknowledgments of Service, dated January 31, 2008, filed in the UK Action.

5. Annexed hereto as Exhibit D is a true and correct copy of a letter dated February 5, 2008, from plaintiffs' attorneys at Cadwalader, Wickersham & Taft LLP ("CWT") to defendants' attorneys at Berwin Leighton Paisner LLP ("Berwin").

6. Annexed hereto as Exhibit E is a true and correct copy of a letter dated February 12, 2008, from CWT to Berwin.

7. Annexed hereto as Exhibit F is a true and correct copy of a letter dated February 13, 2008, from Berwin to CWT.

8. Annexed hereto as Exhibit G is a true and correct copy of the plaintiffs' application for a stay or an extension of time in the UK Action, dated February 15, 2008.

9. Annexed hereto as Exhibit H is a true and correct copy of the Order, dated March 4, 2008, staying proceedings in the UK Action.

10. Annexed hereto as Exhibit I is a true and correct copy of a letter, dated March 4, 2008, with the attachment thereto, from Berwin to the Clerk to The Commercial Court, The Royal Courts of Justice in the UK Action.

11. Annexed hereto as Exhibit J is a true and correct copy of a decision and order issued by the U.S. District Court for the District of Connecticut, in Civil Action No. 3:07-CV-356, Seaton Ins. Co. v. Cavell.

12. Annexed hereto as Exhibit K is a true and correct copy of Defendants' Memorandum of Law in Opposition to Plaintiff's Application for Preliminary Injunctive Relief and in Support of Defendants' Motion to Quash Subpoenas, which Defendants filed in the U.S. District Court for the District of Connecticut, in Civil Action No.: 3:07-cv-356, Seaton Ins. Co. v. Cavell.

13. Annexed hereto as Exhibit L is a true and correct copy of a letter dated February 1, 2008, from Ira G. Greenberg ("Greenberg") of Edwards Angell Palmer & Dodge LLP, attorneys for defendants, to The Honorable Richard M. Berman, U.S.D.J.

14. Annexed hereto as Exhibit M is a true and correct copy of a letter dated December 11, 2007, with the attachment thereto, from Greenberg to The Honorable Richard M. Berman, U.S.D.J.

15. Annexed hereto as Exhibit N is a true and correct copy of Defendants' Memorandum of Law in Support of Their Motion to Dismiss the Complaint, dated October 19, 2007.

16. Annexed hereto as Exhibit O is a true and correct copy of the Term Sheet, executed by Dukes Place Holdings LP and Randall & Quilter Investment Holdings Limited.

I declare under penalty of perjury of the laws of the United States of America that the foregoing is true and correct to the best of my knowledge.

/s/ Elizabeth Butler

ELIZABETH BUTLER

Dated: March 4, 2008